



ADF FOODS LIMITED

CIN: L15400GJ1990PLC014265

Registered Office: 83/86, G.I.D.C Industrial Estate, Nadiad, Gujarat – 387 001, India

Tel: +91 268 2551381/82; **Fax:** +91 268 2565068;

Web: www.adf-foods.com; **E-mail:** co_secretary@adf-foods.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Saturday, 8th February, 2025 at 09:00 a.m. (IST)	Sunday, 9th March, 2025 at 05:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 & 110 of the Companies Act, 2013 (“the Act”), Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No.09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], that the resolutions as set out hereunder are proposed to be passed by the Members of ADF Foods Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”).

In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent / Depositories. Those Shareholders who have not yet registered their e-mail address with the Company/ Registrar and Transfer Agent / Depositories are requested to follow the process provided in the Notes to this Postal Ballot Notice.

Shareholders can vote only through the remote e-voting process. Accordingly, in compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the rules, MCA Circulars and SS-2, the Company is pleased to provide remote e-voting facility to all its Shareholders to cast their votes electronically. The Company has engaged the services of MUFG Intime India Private Limited (“MUFG Intime”) as the agency to provide e-voting facility.

Members desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes to this Postal Ballot Notice so as to cast their vote electronically not later than 05:00 p.m. IST on Sunday, 9th March, 2025, (the last day to cast vote electronically). The remote e-voting facility will be disabled by MUFG Intime immediately thereafter.

An Explanatory Statement, pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules made thereunder and Regulation 36(3) of Listing Regulations, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto for your consideration.

The Board of Directors has appointed Mr. Sanjay S. Risbud, Company Secretary in Practice, (Membership No.: 13774; Certificate of Practice No.: 5117) as the Scrutinizer for scrutinizing the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the Postal Ballot through e-voting process shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before Tuesday, 11th March, 2025. The said result along with the scrutinizer’s report will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited. The same will be displayed on the Company’s website at www.adf-foods.com and the website of MUFG Intime at <https://instavote.linkintime.co.in>, the agency for providing e-voting facility. The Company will also display the results of the Postal Ballot at its Registered Office and Corporate Office.

You are requested to peruse the following proposed resolutions along with the explanatory statement and thereafter record your assent or dissent only through remote e-voting system provided by the Company:

SPECIAL BUSINESS:

Item No. 1

Re-appointment of Ms. Deepa Misra Harris (DIN: 00064912) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules framed thereunder and Regulation 17(1C) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors, Ms. Deepa Misra Harris (DIN: 00064912), who was appointed as an Independent Director at the 30th Annual General Meeting of the Company held on 5th August, 2020, and who holds the office up to 24th March, 2025 and has consented to act as a Director of the Company and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, who being eligible for re-appointment as a Non-Executive Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 25th March, 2025 and ending on 24th March, 2030 (both days inclusive) and she shall not be liable to retire by rotation;

RESOLVED FURTHER THAT any Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms and returns with the Registrar of Companies and the Stock Exchanges and to take all steps and action as may be necessary or expedient to give effect to this resolution and matters incidental thereto.”

Item No. 2

Appointment of Mr. Ameet P. Hariani (DIN: 00087866) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules framed thereunder and Regulation 17(1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors, Mr. Ameet P. Hariani, (DIN: 00087866), who was appointed as an Additional Director in the category of Independent Director of the Company with effect from 1st February, 2025, who has consented to act as a Director of the Company and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years commencing from 1st February, 2025 and ending on 31st January, 2030 (both days inclusive) and he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT any Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms and returns with the Registrar of Companies and the Stock Exchanges and to take all steps and action as may be necessary or expedient to give effect to this resolution and matters incidental thereto.”

By Order of the Board of Directors
For **ADF Foods Limited**

Sd/-

Shalaka Ovalekar
Company Secretary
Membership No. A15274

Mumbai, 1st February, 2025

Registered Office:

83/86, G.I.D.C Industrial Estate, Nadiad,

Gujarat – 387 001, India

CIN: L15400GJ1990PLC014265

Website: www.adf-foods.com

E-mail: co_secretary@adf-foods.com

Tel: +91 268 2551381/82; **Fax:** +91 268 2565068

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Act read with the rules framed thereunder and Regulation 36(3) of Listing Regulations, setting out all material facts relating to the resolutions is annexed to this Postal Ballot Notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners as on **Monday, 3rd February, 2025 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent/ Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. In this Postal Ballot Notice, the connotation of “Members” and “Shareholders” is the same.
4. This Postal Ballot Notice will also be available on the Company’s website at www.adf-foods.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of MUFG Intime at <https://instavote.linkintime.co.in>.
5. The Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by giving details of folio number, e-mail address and self-attested copy of PAN card to the Registrar and Transfer Agents (“RTA”) of the Company, MUFG Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083 Tel: (0) 810 811 6767, Fax: (022) 4918 6060 or access the self-service portal SWAYAM <https://swayam.linkintime.co.in>, if the shares are held in physical form.
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the cut-off date should treat this notice for information purpose only.
7. **Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. 3rd February, 2025.**
8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular dated 9th December, 2020 of SEBI on e-voting facility provided by listed entities, SS-2 including any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of MUFG Intime as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
9. **The e-voting period commences at 09:00 a.m. (IST) on Saturday, 8th February, 2025 and ends at 05:00 p.m. (IST) on Sunday, 9th March, 2025.** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by MUFG Intime upon expiry of the aforesaid period.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, 9th March, 2025.
11. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and SS - 2 in respect of Directors seeking appointment are also annexed to this Postal Ballot Notice.
12. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to co_secretary@adf-foods.com.

INFORMATION AND INSTRUCTIONS RELATING TO REMOTE E-VOTING:

As per the SEBI circular dated 11th July, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Once the member has exercised the vote, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

The members are advised to update their Mobile Number and E-mail Id in their demat accounts to access e-voting facility.

- **Login method for Individual shareholders holding securities in demat mode is given below:**

1) Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "E-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and Password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "E-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "E-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

2) Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for Easi/Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab.
- c) Login with existing my easi username and password.
- d) After successful login, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "MUFG InTime" or "E-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for Easi/Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “E-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- e) After successful authentication, click on “MUFG InTime” or “E-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

3) Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After successful login, user shall navigate through “E--voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

• **Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1) Shareholders who have not registered for INSTAVOTE facility:

- a) Open the internet browser and launch the URL : <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under ‘**SHAREHOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.)
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
Shareholders holding shares in **NSDL form, shall provide ‘D’ above*
 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
- c) Click on ‘Login’ under ‘**SHAREHOLDER**’ tab.
- d) Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

2) Shareholders who have registered for INSTAVOTE facility:

- a) Open the internet browser and launch the URL : <https://instavote.linkintime.co.in>
- b) Click on **“Login”** under ‘SHAREHOLDER’ tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click “Submit”
- c) Cast your vote electronically:
 - A. After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon.
 - B. E-voting page will appear.
 - C. Refer the Resolution description and cast your vote by selecting your desired option **‘Favour / Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).
 - D. After selecting the desired option i.e. Favour / Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**; else to change your vote, click on ‘No’ and accordingly modify your vote.

● **Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a) ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b) ‘Investor’s Name - Enter full name of the entity.
 - c) ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
 - d) Click on Submit button and investor will be mapped now.
 - e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.

- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote e-voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

METHOD 2 - VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

● **Helpdesk:**

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

● **Forget Password:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**Forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Statement sets out all material facts relating to the Special Business mentioned in this Postal Ballot Notice:

Item No. 1: Re-appointment of Ms. Deepa Misra Harris (DIN: 00064912) as an Independent Director of the Company.

The Company had, pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Rules framed thereunder and as per the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), at the 30th Annual General Meeting of the Company held on 5th August, 2020, appointed Ms. Deepa Misra Harris as an Independent Director of the Company, for a period of 5 (five) consecutive years commencing from 25th March, 2020.

Pursuant to Section 149 of the Act and Regulation 25 of Listing Regulations, an Independent Director can hold office for a term up to five consecutive years on the Board of a company. Such independent director is eligible for re-appointment for a second consecutive term of five years, subject to the approval of shareholders through a special resolution.

The current term of Ms. Deepa Misra Harris as an Independent Director of the Company will conclude on 24th March, 2025. It is therefore proposed to consider her re-appointment for a second consecutive term of 5 (five) years w.e.f. 25th March, 2025.

Considering her expertise and experience in various functional areas, contributions in strategic initiatives, upholding governance practices and basis the performance evaluation, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, vide circular resolution dated 1st February, 2025, re-appointed Ms. Deepa Misra Harris as an Independent Director of the Company for a second consecutive term of 5 (five) years effective from 25th March, 2025. Further, the Board of Directors hereby recommends the same for the approval of the Shareholders of the Company. The office of Ms. Deepa Misra Harris shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

The Company has received the following statutory disclosures / declarations from Ms. Deepa Misra Harris:

- i. consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii. intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under the provisions of Section 164(2) of the Act;
- iii. a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and under the Listing Regulations;
- iv. a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018, and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or by Ministry of Corporate Affairs or any other such authority and that she is not aware of any circumstances or situation which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence;
- v. certificate of registration with the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs in compliance with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

The Company has also received a notice in writing by a member proposing her candidature under Section 160(1) of the Act.

In the opinion of the Board, Ms. Deepa Misra Harris fulfils the conditions specified under the Act read with Rules made thereunder and Listing Regulations for her re-appointment as an Independent Director of the Company and she is independent of the management. The Board considers that Ms. Deepa Misra Harris possesses the skills, capabilities and proficiency required for the role and her association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Deepa Misra Harris as an Independent Director.

Further, pursuant to Regulation 17(1C) of the Listing Regulations, a director can be appointed or re-appointed subject to approval of the Shareholders to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the re-appointment of Ms. Deepa Misra Harris as an Independent Director, not liable to retire by rotation, for a second consecutive term of 5 (five) years commencing from 25th March, 2025 and ending on 24th March, 2030 (both days inclusive) is now being placed before the Shareholders for their approval, by way of the Special Resolution. During her tenure, she shall be paid remuneration by way of sitting fees for the Meetings of the Board and its Committees as may be decided by the Board from time to time.

Details of Ms. Deepa Misra Harris pursuant to the provisions of Regulation 36 and 17 of Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure to this Postal Ballot Notice.

A copy of the draft letter of appointment setting out the terms and conditions of re-appointment of Ms. Deepa Misra Harris along with other documents referred to in the Notice and the Explanatory Statement, shall be open for inspection through electronic mode during business hours on normal working days upto the last date of e-voting of the Postal Ballot i.e. 9th March, 2025. Members can inspect the same by sending an e-mail to co_secretary@adf-foods.com in that regard, by mentioning “Request for Inspection” in the subject of the e-mail. The letter containing the terms and conditions of appointment of Independent Director is also available on the Company’s website at www.adf-foods.com.

Save and except Ms. Deepa Misra Harris, being an appointee, and her relatives, none of the other Directors and/or Key Managerial Personnel and/or their relatives are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, set out in Item No. 1 of the Notice of Postal Ballot.

Accordingly, the Board recommends the re-appointment of Ms. Deepa Misra Harris as an Independent Director as set out at Item No. 1 of the accompanying Notice of Postal Ballot for approval by the Shareholders as a Special Resolution.

Item No. 2: Appointment of Mr. Ameet P. Hariani (DIN: 00087866) as an Independent Director of the Company.

Pursuant to Section 149 of the Companies Act, 2013 (‘the Act’), and Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), it is proposed to appoint Mr. Ameet P. Hariani, (DIN: 00087866), as an Independent Director on the Board of the Company for a term of 5 (five) consecutive years.

Pursuant to Section 161 of the Act, the Board of Directors, on recommendation of Nomination and Remuneration Committee, vide circular resolution dated 1st February, 2025, appointed Mr. Ameet P. Hariani, (DIN: 00087866) as an Additional Director in the category of Independent Director of the Company for a term of 5 (five) years commencing from 1st February, 2025 and ending on 31st January, 2030 (both days inclusive), subject to the approval of Shareholders of the Company through Special Resolution. Further, the Board of Directors hereby recommends the same for the approval of the Shareholders of the Company. The office of Mr. Ameet P. Hariani shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

The Company has received the following from Mr. Ameet P. Hariani:

- i. consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii. intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of Section 164(2) of the Act;
- iii. a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under the Listing Regulations;
- iv. a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018, and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or by Ministry of Corporate Affairs or any other such authority and that he is not aware of any circumstances or situation which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence;
- v. certificate of registration with the Independent Director’s Databank maintained by the Indian Institute of Corporate Affairs in compliance with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

The Company has also received a notice in writing by a member proposing his candidature under Section 160(1) of the Act.

In the opinion of the Board, Mr. Ameet P. Hariani fulfils the conditions specified under the Act read with Rules made thereunder and Listing Regulations for appointment as an Independent Director of the Company and he is independent of the management. The Board considers that he possesses the skills, capabilities and proficiency required for the role and his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Ameet P. Hariani as an Independent Director.

Further, pursuant to Regulation 17(1C) of the Listing Regulations, a director can be appointed subject to approval of the Shareholders to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Ameet P. Hariani as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 1st February, 2025 and ending on 31st January, 2030 (both days inclusive) is now being placed before the Shareholders for their approval, by way of the Special Resolution. During his tenure, he shall be paid remuneration by way of sitting fees for the Meetings of the Board and its Committees as may be decided by the Board from time to time.

Details of Mr. Ameet P. Hariani pursuant to the provisions of Regulation 36 and 17 of Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure to this Postal Ballot Notice.

The copy of the draft letter of appointment setting out the terms and conditions of appointment of Mr. Ameet P. Hariani along with other documents referred to in the Notice and the Explanatory Statement, shall be open for inspection through electronic mode during business hours on normal working days upto the last date of e-voting of the Postal Ballot i.e. 9th March, 2025. Members can inspect the same by sending an e-mail to co_secretary@adf-foods.com in that regard, by mentioning “Request for Inspection” in the subject of the e-mail. The letter containing the terms and conditions of appointment of Independent Director is also available on the Company’s website at www.adf-foods.com.

Save and except Mr. Ameet P. Hariani, being an appointee, and his relatives, none of the other Directors and/or Key Managerial Personnel and/or their relatives are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, set out in Item No. 2 of the Notice of Postal Ballot.

Accordingly, the Board recommends the appointment of Mr. Ameet P. Hariani as an Independent Director as set out at Item No. 2 of the accompanying Notice of Postal Ballot for approval by the Shareholders as a Special Resolution.

By Order of the Board of Directors
For **ADF Foods Limited**

Sd/-

Shalaka Ovalekar
Company Secretary
Membership No. A15274

Mumbai, 1st February, 2025

Registered Office:

83/86, G.I.D.C Industrial Estate, Nadiad,

Gujarat – 387 001, India

CIN: L15400GJ1990PLC014265

Website: www.adf-foods.com

E-mail: co_secretary@adf-foods.com

Tel: +91 268 2551381/82; **Fax:** +91 268 2565068

ANNEXURE TO THE NOTICE

Details of the director seeking appointment as set out in the Notice, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standard – 2 on General Meetings.

Name	Ms. Deepa Misra Harris	Mr. Ameet P. Hariani
DIN	00064912	00087866
Category	Independent Director	Independent Director
Date of Birth/Age	26 th October, 1958 / 66 Years	6 th July, 1961 / 64 Years
Date of first appointment on the Board	25 th March, 2020	1 st February, 2025
Qualifications	Graduation degree in English (Delhi University) and a Master's degree in English and Mass Communications.	Bachelor of Law degree from Government Law College, Mumbai and Masters in Law degree from the University of Mumbai.
Experience, Nature of expertise in specific functional areas/ Brief Resume including skills and capabilities	<p>Ms. Deepa Misra Harris holds a master's degree from Lady Sri Ram College, Delhi University and has completed various executive programs from Cornell & ISB. She is the Founder & CEO of Brands WeLove LLP; Marketing and Branding Services. She is a unique luxury hospitality and brand specialist with proficiency in Branding, Marketing, Sales and Public Relations. Ms. Deepa has a proven track record of delivering double digit growth and escalating brands to leadership positions. With over 30 years of experience in the high-end luxury hospitality category, she has been a significant success driver for India's original luxury brand, The Taj Group of Hotels.</p> <p>As Head of Sales & Marketing for Taj Hotels, Palaces, Resorts, Safaris, Ms. Deepa led the way across 4 brands and 127 hotels worldwide, serving as revenue and brand custodian.</p> <p>Ms. Deepa Misra Harris is an experienced marketing professional with stints in Indian and International markets having launched new products and hotels in the US, UK, Middle East & Africa.</p>	<p>Mr. Ameet P. Hariani, age 64 years, has over 35 years of experience advising clients on corporate and commercial law, mergers and acquisitions and real estate finance transactions. He has represented large organisations in international transactions, arbitrations and prominent litigations.</p> <p>He was a partner at Ambubhai and Diwanji, Mumbai and Andersen Legal India, Mumbai. He was the Founder and Managing Partner of Hariani & Co. from the year 1991 till 2022.</p> <p>In his avatar as Managing Partner, he ran a team of over 100 lawyers, operating offices in Mumbai, Pune and Goa. The firm had a well regarded practice in all areas of law, specialising in litigation (corporate litigation, in particular) and real estate (financing, in particular). He has now transitioned to advisory practice as a senior legal counsel and acting as arbitrator.</p> <p>He holds a Bachelor of Law degree from Government Law College, Mumbai and Masters in Law degree from the University of Mumbai. He is a Solicitor enrolled with the Bombay Incorporated Law Society and the Law Society of England and Wales. He is also a member of the Law Society of Singapore, the Bar Council of Maharashtra and the Bombay Bar Association.</p> <p>Mr. Hariani is a speaker at many events; he also writes frequently. He has authored a book on "Real Estate Laws". Mr. Hariani is a Trustee, inter alia, of Healing Touch, an organization for assisting children with health issues.</p>
Rationale for appointment	The Board considers that Ms. Deepa Misra Harris possesses the skills, capabilities and proficiency required for the role and her association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Deepa Misra Harris as an Independent Director.	The Board considers that Mr. Ameet P. Hariani possesses the skills, capabilities and proficiency required for the role and his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Ameet P. Hariani as an Independent Director.
Terms and Conditions of Appointment	As per the resolution set out in this Notice vide item no. 1 read with the Explanatory Statement annexed hereto.	As per the resolution set out in this Notice vide item no. 2 read with the Explanatory Statement annexed hereto.
Details of remuneration sought to be paid	She shall be paid remuneration by way of sitting fees for the Meetings of the Board and its Committees as may be decided by the Board from time to time.	He shall be paid remuneration by way of sitting fees for the Meetings of the Board and its Committees as may be decided by the Board from time to time.

Last drawn remuneration, if applicable	₹ 5,50,000 (by way of sitting fees for the Meetings of the Board and its Committees during Financial Year 2023-24)	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner	1,25,000 Equity shares (0.11%)	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any other Directors, Manager and other Key Managerial Personnel of the Company.	Not related to any other Directors, Manager and other Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year as on date of this Notice	3 (Three)	NIL
Directorship held in other companies (including listed company)/ Membership/ Chairmanship of Committees of other Boards as on date of this Notice	<p>Other Directorship:</p> <ol style="list-style-type: none"> 1. TCPL Packaging Limited 2. Prozone Realty Limited(formally known as Prozone Intu Properties Limited) 3. Jubilant Foodworks Limited 4. Yatra Online Limited 5. PVR INOX Limited <p>Membership/ Chairmanship of Committees:</p> <ul style="list-style-type: none"> ● ADF Foods Limited <ul style="list-style-type: none"> - Member - Audit Committee - Member - Shareholder's Grievance/ Stakeholder's Relationship Committee - Member - Corporate Social Responsibility Committee ● TCPL Packaging Limited <ul style="list-style-type: none"> - Chairperson - Stakeholder's Relationship Committee - Chairperson - Corporate Social Responsibility Committee ● Prozone Realty Limited (formally known as Prozone Intu Properties Limited) <ul style="list-style-type: none"> - Member - Audit Committee - Chairperson - Nomination and Remuneration Committee - Chairperson - Stakeholder's Relationship Committee - Chairperson - Member - Corporate Social Responsibility Committee ● Jubilant Foodworks Limited <ul style="list-style-type: none"> - Member -Audit Committee - Member - Risk Management Committee - Chairperson - Corporate Social Responsibility Committee - Member - Digital & Tech Committee 	<p>Other Directorship:</p> <ol style="list-style-type: none"> 1. Strides Pharma Science Limited 2. Aptech Limited 3. Mahindra Logistics Limited 4. Mahindra Lifespace Developers Limited 5. Mahindra Industrial Park Chennai Limited 6. Trust AMC Trustee Private Limited 7. HDFC ERGO General Insurance Company Limited 8. Mahindra World City (Jaipur) Limited <p>Membership/ Chairmanship of Committees:</p> <ul style="list-style-type: none"> ● Strides Pharma Science Limited <ul style="list-style-type: none"> - Member – Audit Committee - Chairperson - Nomination and Remuneration Committee - Member - Shareholder's Grievance/ Stakeholder's Relationship Committee - Member - Risk Management Committee ● Aptech Limited <ul style="list-style-type: none"> - Member – Audit Committee - Member - Nomination and Remuneration Committee ● Mahindra Lifespace Developers Limited <ul style="list-style-type: none"> - Chairperson – Audit Committee - Member - Nomination and Remuneration Committee - Chairperson - Shareholder's Grievance/ Stakeholder's Relationship Committee ● Mahindra Logistics Limited <ul style="list-style-type: none"> - Member – Audit Committee

	<ul style="list-style-type: none"> ● Yatra Online Limited - Chairperson - Nomination and Remuneration Committee - Member - Stakeholder's Relationship Committee - Member - Corporate Social Responsibility Committee ● PVR Inox Limited - Member - Audit Committee - Chairperson - Nomination and Remuneration Committee - Member - Risk Management Committee - Member - Stakeholders Relationship Committee 	<ul style="list-style-type: none"> ● HDFC Ergo General Insurance Company Ltd - Chairperson - Corporate Social Responsibility Committee. - Member - Audit & Compliance Committee - Member - Policy Holders Protection, Grievance Redressal and Claims monitoring Committee - Member - Risk Management Committee - Member- Nomination and Remuneration Committee
Resignation from Directorship of listed companies in past three years.	NIL	<ul style="list-style-type: none"> ● Ras Resorts and Apart Hotels Limited (completion of tenure as an Independent Director) ● Batliboi Limited (completion of tenure as an Independent Director)

By Order of the Board of Directors
For **ADF Foods Limited**

Sd/-

Shalaka Ovalekar
Company Secretary
Membership No. A15274

Mumbai, 1st February, 2025

Registered Office:

83/86, G.I.D.C Industrial Estate, Nadiad,
Gujarat – 387001, India

CIN: L15400GJ1990PLC014265

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